

Randolph B. Fenninger

2003 JAN -2 P 3:28

December 9, 2002

Lawrence H. Norton, Esq.
General Counsel
Federal Election Commission
Washington, D.C. 20463

AOR 2002-15

2002 DEC 23 P 4:12

RECEIVED
FEDERAL ELECTION
COMMISSION
OFFICE OF THE
GENERAL COUNSEL

Dear Mr. Norton:

This responds to your letter dated August 23, 2002, concerning the request of the American Association of Clinical Urologists (AACU) and the American Urological Association (AUA) for an advisory opinion on the joint operation of a political action committee (PAC). Your letter sought additional information on several points, and this letter constitutes the response of AACU and AUA.

The AACU currently has a political action committee known as the American Association of Clinical Urologists Political Action Committee (URO PAC), which has been in operation since 1992. URO PAC now desires to add the AUA as a connected organization, establish a PAC to be known as the American Association of Clinical Urologists—American Urological Association Political Action Committee (URO PAC), and solicit contributions from members of both organizations. Specifically AACU and AUA want to know if they are affiliated organizations in accordance with the criteria of 11 CFR 100.5 (g) and 110.3 (a) so that AUA can be added as a connected organization, and whether the PAC may solicit contributions from members of both organizations.

Answers to the specific questions from your August 23 letter follow.

Please explain further the role of the Executive Council (referred to in the affiliation agreement) including, but not limited to, an explanation of the relationship with the Boards of Directors of the each of the organizations.

The Executive Council is responsible for the overall management of URO PAC and includes eight voting members, as set out in section B (1) of the affiliation agreement of May 28, 2002 (attached). Day to day PAC activities will be divided between AACU and AUA staff. The Council will set the parameters for candidate selection and fundraising activities, among other duties. It will coordinate with the PAC treasurer, also a member, to assure that the financial management and FEC reporting requirements are fully met. It is structured to ensure that both the AACU and AUA have equal representation at the highest levels of URO PAC leadership and to create a governance model of a co-equal partnership. The AUA and AACU boards will select their respective members to the Executive Council, and members from both boards will have seats on the Council.

Section B (4) of the agreement is intended to promote cross participation of both organizations in the management of the PAC through membership on the Council. In addition to exercising overall responsibility for the operations of UROPAC, the Council also serves as the chief liaison between the PAC and the elected and appointed leaders of AACU and AUA who serve on the boards of directors.

It is important to note that section D of the affiliation agreement covers a number of other aspects of the relationship between AUA and AACU, not just the political action committee. These joint activities that are independent of the PAC will continue irrespective of the action of the Federal Election Commission regarding this specific request.

In connection with the membership overlap, please explain the membership information you provide in the context of the overall membership of each organization. In particular, state the numbers of in each category of membership listed in the by-laws of each organization and the overlaps with respect to the member categories. Explain also which categories have voting rights and/or other governance or participatory rights in each organization. (For example, please explain whether the active non-unified members of AACU, and not just the active unified members, have voting rights and rights to participate in the governance).

AACU has five categories of membership: Active Unified, Active Non-Unified, Senior, Candidate and Affiliate (membership numbers are current through 9/13/02). The eight AUA membership categories are Active, Associate, Fast Track Associate, Candidate, Corresponding, Affiliate, Senior and Honorary (membership numbers are current through 9/11/02). The numbers reflect domestic U.S. members.

AACU ACTIVE UNIFIED

Composed of urological specialists who are (1) actively practicing medicine, (2) members of the AUA or one of its sections {the pathway to membership in the AUA is through one of the geographic sections, but some time may elapse between joining the section and final qualification for full AUA membership; therefore, AACU recognizes individuals who are in the process of becoming full AUA members}, and (3) members of the American Medical Association (AMA), if practicing in the United States. These members are eligible to vote and hold office. Total Active Unified Members--1,239

AACU ACTIVE NON-UNIFIED

Composed of urological specialists actively practicing medicine, but who are not also members of both the AUA and AMA. These members are actively encouraged to apply for AUA and/or AMA membership. Non-unified members have the right to vote but cannot hold AACU office. Total Non-Unified Members who belong to AACU and AUA--1,541. Total Non-Unified Members who belong to AACU but not AUA-- 458

AACU SENIOR

Composed of urological specialists who have retired from the practice of medicine and who had been AACU members for at least the five years immediately preceding their

request to transfer to senior membership. Senior members can vote but cannot hold AACU office. Total Senior Members--237

AACU CANDIDATE

Composed of residents serving full-time in an approved urological residency program and whom the Chief of their training program has recommended; or physicians in practice, research or training for no longer than 3 years. Candidate members can vote but cannot hold AACU office. Total Candidate Members--675

AACU AFFILIATE

Composed of physicians in related medical or scientific fields who cannot qualify for the other membership categories; or non-physicians who have made significant contributions to medicine in general or urology in particular. Affiliate members can vote but cannot hold AACU office. Total Affiliate Members--22

AACU Membership – Grand Total

3,935

A total of 2,780 AACU members hold joint membership in the AACU and the AUA.

AUA ACTIVE

Consists of practicing, board-certified urologists who are also members of one of the AUA sections. These members may vote and hold office. Total Active Unified Members--6,622

AUA ASSOCIATE

These are practicing urologists who are members of an AUA section. They are non-voting and cannot hold office. Total Associate Members--137

AUA FAST TRACK ASSOCIATE

These are practicing urologists who are section members and who have passed Part I of the American Board of Urology's examination. They are non-voting and cannot hold office. Total Fast Track Associate--458

AUA CANDIDATE

These individuals are usually urology residents or fellows. They cannot vote or hold office. Total Candidate--1245

AUA CORRESPONDING

These are practicing urologists who are not board certified and not members of an AUA section. They cannot vote or hold office. Total Corresponding--67

AUA AFFILIATE

Affiliate members need not be urologists. They cannot vote or be office holders in AUA. Total Affiliate--309

AUA SENIOR

These are either active members in the section or AUA for 25 years and at least age 62 or active members who are retire, permanently disabled or at least age 65. They are voting members, but cannot hold office. Total Senior--2179

AUA HONORARY

These are members who have been honored with AUA membership because of their contributions to the field of urology. They are voting members, but cannot hold office. Total Honorary--50

TOTAL AUA MEMBERSHIP

11,041

State the overlaps between the board members, officers and employees of AUA and those categories of persons of AACU (including those persons who are in one category for one organization and another category for another).

All AUA and AACU elected officials serve as members of their respective Boards of Directors. Other members are appointed. All 12 members of the AACU Board of Directors and the 21 voting members of the current UROPAC Board are also members of the AUA by virtue of the AACU bylaws requirement that only Active Unified members may hold elective office in the organizations. Likewise, all 16 of the members of the AUA Board of Directors are members of AACU.

AACU board members on the 14 member AUA Health Policy Committee (the committee that deals most directly with governmental health policy and political issues) include AACU President Dr. Michael Naslund, AACU Immediate past President Dr. Charles Logan, AACU Secretary-Treasurer Dr. Thomas Fenter, Peter Albertsen, M.D., Datta Wagle, M.D. and Douglas McKinney, M.D. AACU president-elect Dr. Sushil Lacy is a member of the AUA Board. William Gee, M.D., current chairman of the committee serves on the AUA board and is a past president of the AACU. He also sits on the AACU board. John Fracchia, MD, an AUA board member also serves on the UROPAC board. Lawrence Jones, MD has served on the AUA board and now sits on the AACU board and the UROPAC board. Dr. Jones' experience is typical of the movement of key leaders between the boards of the two organizations. The following AACU board members are active in AUA regional sections: Gary Kirsh, M.D. and Jeffrey Kaufman, M.D.

All of the AUA appointees to the Health Policy Committee are also AACU members. The AACU Government Relations Committee includes representation from the AUA's Health Policy Committee, further assuring coordination of public policy activities between the two organizations. The bylaws of the two organizations (attached) lay out these requirements.

The AACU has representation on the AUA Terminology Committee, Practice Management Committee and Health Policy Research and Survey Committee. All AACU committees include AUA members by virtue of the requirement that committees include active members. AUA membership is a requirement of active membership.

The management services company that provides association management services to the AACU, WJ Weiser & Associates, also provides similar management services to three regional sections of the AUA: the North Central Section, the South Central Section, and the Southeastern Section. These relationships further ensure coordination of activities between the two organizations.

The curriculum vitae of Dr. Anthony Middleton, Jr. of Salt Lake City, UT provides a good example of the substantial overlap between AACU and AUA leadership. Dr. Middleton was a member of AUA's Socioeconomic Committee from 1987-1988, President of the AACU from 1991-1992, a member of the AUA's Ad-Hoc Manpower Committee from 1992-1993, Chairman of the UROPAC Board from 1992-1998 and President of the AUA's Western Section from 2000-2001. He currently serves as a member of the AACU Board of Directors as well as the Western Section Representative to the AUA's Health Policy Committee. Review of the biographies of other leaders of both organizations would reflect a similar pattern of participation in both AACU and AUA, and significant contributions to the activities of each.

Describe further the "substantial interaction between the two organizations at many levels" and the "designated slots" that members of each organization have in the other organization's committees.

AACU's governance structure is specifically tailored to fit the AUA's regional structure: for instance, the at-large members of the AACU Board are each elected to represent one of the AUA's eight regional sections. These sections are Western, Southeastern, Mid-Atlantic, New England, Northeastern, South Central, New York, and North Central. There is a designated AACU representative on the AUA's Health Policy Committee (this will increase to three members in 2003), and every regional AUA section has an AACU representative as well. A member of AUA's Board of Directors also sits on the AACU's Board of Directors. Both organizations have numerous reciprocal activities, including lecture exchanges, named sponsored lectures and courses at each other's meetings. These interactions take place at the Section meetings, the AUA Annual Meeting and the AACU Washington Update and Annual Business Meeting. They routinely collaborate to jointly nominate and campaign for AUA and/or AACU members to elected positions within the American Medical Association leadership.

The American College of Surgeons (ACS), the nation's largest surgical professional society, also considers AUA and AACU a combined urological surgical caucus. Each surgical specialty is represented in ACS as a caucus. ACS considers the two urological societies to be combined for purposes of determining the composition of the caucus, and no other urological societies are considered for caucus membership. This caucus system exists to allow the surgical specialties to provide input into the deliberations and policy decisions of ACS.

AACU and AUA health policy staffs coordinate to create a combined legislative agenda and strategy in Congress. AUA staff members participate in the AACU's annual

Washington Update, and AACU personnel participate in the AUA's annual convention. Both organizations share the same contract lobbyist in Washington, DC, and AUA and AACU staffs work closely with that individual on federal issues. Staffs from both organizations collaborate to provide support to the AACU and AUA delegates to the AMA's House of Delegates.

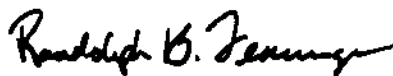
There is also ongoing financial interaction between the two organizations, although it is not a significant part of either group's operating budget. The annual budget for the AACU averages \$500,000 and the annual budget for the AUA exceeds \$23,000,000. For example, the AACU supports an annual lecture at the AUA meeting. The AUA contributes to the costs of the AACU Washington Update. This is formally noted in the operating agreement between the two organizations. If anything, this financial cooperation can be expected to increase over time.

Explain what is meant by a "key contact network," including a brief description of its functions.

The "key contact network" consists of politically active urologists in every state and Congressional District who have relationships with their Congressional delegation and can contact those individuals when issues of concern arise in Congress or the Executive Branch. Originally established by the AACU, it is now maintained by the AUA. Members of both organizations can, and do, serve as key contacts. Both AUA and AACU provide information to these key contacts and issue alerts, or calls to action, as critical issues arise. They support the policy goals developed by the two national organizations through their contacts with Members of Congress.

I hope this information fully answers the Commission's questions so that it may consider our request for an advisory opinion. Please let me know if additional information is required.

Sincerely,



Randolph B. Fenninger

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COMMISSION
OFFICE OF GENERAL
COUNSEL
2002 DEC 19 A 10:56



FEDERAL ELECTION COMMISSION

Washington, DC 20463

August 23, 2002

Randolph B. Fenninger
Executive Director
UROPAC
1101 17th Street, N.W.
Suite 1102
Washington, D.C. 20036

Dear Mr. Fenninger:

This refers to your letter dated August 9, 2002, concerning the application of the Federal Election Campaign Act of 1971, as amended ("the Act"), and Commission regulations to the joint operation by the American Association of Clinical Urologists ("AACU") and the American Urological Association ("AUA") of the American Association of Clinical Urologists Political Action Committee ("UROPAC").

You state that both organizations are 501(c)(6) organizations consisting of physician members specializing in urology. AACU has 4,000 urologist members and AUA has 10,000 urologist members. To be an "active member" of AUA, a physician must be a board-certified urologist, and to be a full voting member of AACU, a physician must be an AUA member. You state that there is substantial interaction between the two organization at many levels, including staff and volunteers. There are designated slots for AUA members on AACU committees, and vice-versa. The AACU Board is organized around the regional urological sections that are recognized by the AUA.

The public policy goals of the two organizations are identical and developed jointly. You state that, "although there is no direct control of one association over the other," both groups work together in a number of areas based on a joint memorandum issued in May 2002, which is entitled "Affiliation Agreement."

You request an advisory opinion that would provide guidance on how to implement the joint administration of UROPAC. As you know, the ability of the two organizations to jointly administer the PA depends upon whether the two organizations are affiliated in accordance with the criteria of 11 CFR 100.5(g) and 110.3(a).

The Act authorizes the Commission to issue an advisory opinion request in response to a "complete written request" from any person with respect to a specific

transaction or activity by the requesting person. 2 U.S.C. §437f(a). Such a request must concern a specific transaction or activity that "the requesting person plans to undertake or is presently undertaking and intends to undertake in the future." 11 CFR 112.1 (b). Inquiries presenting only a general question of interpretation do not qualify as an advisory opinion request. Commission regulations also explain that the request "shall include a complete description of all facts relevant to the specific transaction or activity with respect to which the request is made." 11 CFR 112.1(c).

In view of the above requirements, please state what specifically is entailed in your inquiry as to how joint administration may be implemented, beyond a response to the question of whether the two organizations may jointly administer the PAC. Please also respond to the following requests for information pertaining to the relationship of the two organizations:

- (1) Please explain further the role of the Executive Council (referred to in the affiliation agreement), including but not limited to, an explanation of its relationship with the Boards of Directors of each of the organizations.
- (2) In connection with the membership overlap, please explain the membership information you provide in the context of the overall membership of each organization. In particular, state the numbers in each category of membership listed in the by-laws of each organization and the overlaps with respect to the member categories. Explain also which categories have voting rights and/or other governance or participatory rights in each organization. (For example, please explain whether the active non-unified members of AACU, and not just the active unified members, have voting rights and rights to participate in the governance.)
- (3) State the overlaps between the board members, officers, and employees of AUA and those categories of persons of AACU (including those persons who are in one category for one organization and another category for another).
- (4) Describe further the "substantial interaction between the two organizations at many levels" and the "designated slots" that members of each organization have in the other organization's committees.
- (5) Explain what is meant by a "Key Contact Network," including a brief description of its functions.


For your information and guidance, we enclose Advisory Opinions 1988-14, 1996-38, and 2000-28. Upon receipt of your responses, this office will give further consideration to your inquiry. If you have any questions about the advisory opinion

process, the enclosed opinions, or this letter, please contact Jonathan Levin, a senior attorney in this office, at 202-694-1542.

Sincerely,

Lawrence H. Norton
General Counsel

By:


Rosemary C. Smith
Acting Associate General Counsel

Enclosure

Advisory Opinions



UROPAC

August 9, 2002

**THE POLITICAL ACTION COMMITTEE OF
THE AMERICAN ASSOCIATION
OF CLINICAL UROLOGISTS**

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Jackson, MS

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Charles W. Logan, M.D., Secretary-Treasurer, AACU

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Anthony V. Passarelli, M.D., Albany, NY

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Lawrence H. Norton, Esq.
General Counsel
Federal Election Commission
999 E Street, N.W.
Washington, D.C. 20463

RE: American Association of Clinical Urologists Political Action
Committee (UROPAC), Identification Number C00273003

Dear Mr. Norton:

As Executive Director of UROPAC, I am writing to request an advisory opinion on the reorganization of the political action committee to reflect joint operation by the American Association of Clinical Urologists (AACU) and the American Urological Association, Inc. (AUA). We would like to amend the existing Statement of Organization to recognize the joint administration.

AACU is a 501(c)(6) organization and organized UROPAC in 1992. AACU has approximately 4,000 physician members who specialize in urology.

AUA has 10,000 physician members, all specialists in urology. In 1992 it was a 501(c)(3) organization, so it played no role in the creation of UROPAC. In 2000 AUA created a 501(c)(6) organization. AUA and AACU would like to now run UROPAC jointly to permit solicitation of the larger membership base and to enjoy the benefits of shared administrative costs.

To be a member of AUA, a physician must be a board-certified urologist. To be a full voting member of AACU, a physician must be a member of AUA. Thus virtually every member of AACU is also a member of AUA. There is substantial interaction between the two organizations at many levels, including staff and volunteers. There are designated slots for AUA members on AACU committees, and the same is true for AUA committees. The AACU Board is organized around the regional urological sections that are recognized by the AUA. The public policy goals of AUA and AACU are identical and developed jointly.

Although there is no direct control of one association over the other, both groups work together in a number of areas, based on a joint memorandum of understanding that was signed in May. This agreement reflects the close kinship that has always existed between the two organizations. Under the agreement, AUA provides funding for certain AACU activities. It is our opinion that the two organizations meet the FEC's requirements for affiliation and that joint operation of UROPAC is appropriate.

The alternative to joint operation would be the creation of a second urology political action committee. However, we believe that two urology PACs would subject to the precedents established by the FEC in the case of the American Medical Association's political action committee and the political action committees of state medical societies. We do not see any justification for the duplication of effort and expense that two PACs would require when the goals of the two organizations are the same.

AUA and AACU would like guidance from the Federal Election Commission on how they should implement the joint administration of UROPAC. I am enclosing the articles of organization for AACU and AUA, Inc., as well as the affiliation agreement. Please let me know if you need additional information.

Thank you for your consideration of this request for an advisory opinion.

Sincerely,

A handwritten signature in dark ink, appearing to read "Randolph B. Fenninger", with a long horizontal flourish extending to the right.

Randolph B. Fenninger
Executive Director
UROPAC
1101 17th St., N.W.
Suite 1102
Washington, DC 20036
202-833-0007

AMERICAN UROLOGICAL ASSOCIATION, INC.[®]

BYLAWS

ARTICLE I: GENERAL PROVISIONS

SECTION 1. Mission and Vision. The mission of the American Urological Association, Incorporated (hereinafter referred to as the AUA or the Association) is at all times to promote the highest standards of urological clinical care through education, research and in the formulation of health care policy. AUA's vision is to be the premier professional association for the advancement of professional urologic patient care.

SECTION 2. Purposes. The primary purpose of the Association is to organize urologists in order to advance the legitimate professional interests of its members, as well as the medical needs of the public. The subsidiary purposes, pursued in conjunction with American Urological Association Education and Research, Inc., and other affiliated entities, are as follows: To encourage research, experimentation, investigation and analysis of diseases, abnormalities and other conditions of the genitourinary tract, their treatments and corrections, and to make the results known to physicians and the public, to develop, and assist in developing, scientific methods for the diagnosis, prevention and treatment of such diseases, and to make the results known to physicians and the public, to benefit the general public by encouraging the study and maintaining the highest possible standards of urological education, practice and research, and to promote the publication of, and encourage contributions to, medical and scientific literature pertaining to the specialty of urology.

SECTION 3. Management. Management and control of the Association shall at all times be vested in its Board of Directors, pursuant to Article IV of these Bylaws, acting through the officers having the powers described in that Article. The Officers and Board of Directors of the Association, including the Section representatives to the Board, shall at all times be the same individuals serving in a similar capacity for American Urological Association Education and Research, Inc. (AUA/ER).

SECTION 4. Territorial Scope. The Association shall consist of urologic surgeons and physicians of affiliated disciplines. Voting members must reside and practice their professions in the United States of America and its territorial dependencies, or in the Dominion of Canada, the Republic of Mexico, the Republic of Panama, and the Central American Republics of Costa Rica, El Salvador, Guatemala, Honduras, Nicaragua and Belize.

SECTION 5. Fiscal Year. The fiscal year of the Association shall date from January first to December thirty-first.

SECTION 6. Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any Annual Business Meeting. The proposed amendment(s) shall be printed on the notice of Meeting at which such action is to be taken and shall be sent out to the members so as to be received at least thirty (30) days in advance of the meeting.

SECTION 7. Seal of Corporation. The Corporate Seal shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal - Baltimore, Maryland." Said Seal may be altered at the pleasure of the Association and may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise used.

SECTION 8. Rules of Order. Sturgis Standard Code of Parliamentary Procedure, current edition, shall govern the proceedings of the Association unless otherwise provided for in these Bylaws.

ARTICLE II: CHARTERED SECTIONS

SECTION 1. Separate Entities. The total geographic area of North and Central America served by the AUA has been divided into eight geographic regions, each region represented by a separate entity known as a "Section." Each Section of the AUA is entrusted to and managed by a Section corporation, a tax-exempt entity approved by Internal Revenue

Service as a charitable and educational entity, chartered by the Association and empowered to provide educational and related services to AUA members in the region.

SECTION 2. Boundaries. The geographic boundaries of the Sections are as existing on January 1, 2000, and as defined from time to time between them. The Section names and boundaries are further defined and prescribed as follows:

NEW ENGLAND SECTION comprises the States of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.

NEW YORK SECTION comprises the southeastern part of the State of New York, including Long Island, and the northern part of the State of New Jersey. The northern boundary shall be a line starting from the junction of the eastern line of the State of New York with the east-west State lines of the States of Vermont and Massachusetts, and extending southwest across the State of New York to a point 42 degrees North and 75 degrees West near the New York-Pennsylvania State line. The southern boundary, in the State of New Jersey, shall be a straight line at about 40.5 degrees North, which is north of and does not include the City of Trenton. This boundary line shall extend east and west from 40.5 degrees North to the east and west State boundaries of the State of New Jersey.

NORTHEASTERN SECTION comprises the State of New York except the southeastern portion, the western portion of the State of Pennsylvania, and the eastern section of Canada, including the Provinces of Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Manitoba. The eastern boundary of the Northeastern Section shall be the eastern State line of the State of New York, extending from the Province of Quebec in Canada on the north to the junction of the east-west State lines of Vermont, and Massachusetts on the south. The southeastern boundary shall be a line starting from the eastern State line of the State of New York where it joins the east-west lines of the States of Vermont and Massachusetts, and extending across the State of New York in a southwest direction to a point at the intersection of 75 degrees West and 42 degrees North near the New York-Pennsylvania State line. The line then continues into the State of

Pennsylvania in a southwestern direction, south of Scranton and north of Wilkes-Barre, Pennsylvania, to a point just north and west of the city limits of the City of Harrisburg, Pennsylvania. This line then turns directly south to a point 77 degrees West on the Maryland-Pennsylvania State line to end the eastern border of this Section. The southern border shall extend along the southern Pennsylvania State line from a point 77 degrees West directly westward to the end of the southern State line of Pennsylvania. The western border shall extend along the western State line of the State of Pennsylvania up to the southern border of Lake Erie. From this point, the line shall cross Lake Erie westward to the junction of the western Province line of the Province of Ontario and the southeastern State of Michigan.

MID-ATLANTIC SECTION comprises the eastern portion of Pennsylvania, the southern portion of New Jersey, and the States of Delaware, Maryland, Virginia and West Virginia, and the District of Columbia. The northwestern border of the Pennsylvania portion is a line previously described as the southeastern border of the Northeastern Section, starting from a point 42 degrees North and 75 degrees West near the Pennsylvania-New York State line and extending southwest to a point just north and west of the City of Harrisburg, including Wilkes-Barre, and then extending directly south to the Pennsylvania-Maryland State line at 77 degrees West. The northern border of the New Jersey portion is a line extending across the State of New Jersey at 40.5 degrees North, which is north of and including Trenton, from the coast to the Pennsylvania-New Jersey State line.

SOUTHEASTERN SECTION comprises the States of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee, and Puerto Rico, the Virgin Islands, and the Republic of Panama.

NORTH CENTRAL SECTION comprises the States of Illinois, Indiana, Iowa, Michigan, Minnesota, North Dakota, Ohio, South Dakota and Wisconsin.

SOUTH CENTRAL SECTION comprises the States of Arkansas, Colorado, Kansas, Missouri, Nebraska, New Mexico, Oklahoma and Texas, the Republic of Mexico, the Central American Republics of Costa

Rica, El Salvador, Guatemala, Honduras, Nicaragua and Belize.

WESTERN SECTION comprises the States of Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington and Wyoming, the Provinces of Alberta, British Columbia and Saskatchewan in Canada, and the island possessions of the United States in the Pacific Ocean.

SECTION 3. Changes. The geographic boundaries of the Sections shall continue as described in Section 2 unless changed pursuant to the following procedures. Any issue of interpretation of these geographic limits shall be submitted to and decided by the AUA Board of Directors.

Section 3.1 Petition and Approvals. Any proposed changes of these geographic boundaries shall be made by petition of the Section (or Sections) involved to the Board of Directors of the AUA. Such change must receive the approval of the AUA Board of Directors and the Board of Directors of any Section affected.

Section 3.2 Proportional Representation. It is a stated goal of AUA to seek to achieve proportional representation among the Sections.

Section 3.3 New Sections. A new Section may be chartered by the Association only if its boundaries have been approved by the Board of Directors of the Association, following approval by the Boards of Directors of the each existing Section whose boundaries would be changed by the formation of a new Section.

SECTION 4. Membership Mandatory. Each member of the AUA, except Corresponding Members, must be a member of a Section, but may elect any Section for which he/she is eligible. All Section members must also join the AUA.

SECTION 5. Conditions of Charter. To be chartered by the AUA, it is expected that each Section:

a) conform its Bylaws, including membership categories and criteria, to be consistent with those of AUA;

b) conform all policies and objectives to be compatible with those of AUA, and submit all new policies for review to the AUA Secretary;

c) submit annually, for informational purposes only, its financial statements to the AUA Treasurer; its meeting schedules, minutes and reports to the AUA Secretary; and the schedule and proposed agenda of its educational meetings to the Director of the AUA Office of Education.

ARTICLE III: CLASSIFICATIONS OF MEMBERSHIP

SECTION 1. Member Categories. The Association membership shall include: Active Members, Associate Members, Affiliate Members, Senior Members, Honorary Members, Corresponding Members and Candidate Members.

SECTION 2. Application Fees and Dues. All members except Senior and Honorary members shall be assessed application fees and dues in an amount determined by the Board of Directors.

SECTION 2.1 Payment of Dues. Any member who after appropriate notification does not pay membership dues shall have his or her name removed from the subscription list of the Official Journal, and shall be placed on the "Drop List" to be reviewed at least once per year by the Board of Directors.

SECTION 3. Voting Status and Rights. Only Active and Senior members shall be eligible to vote. Active and Senior members who are elected to Honorary Membership shall retain their voting status. All members shall be entitled to receive the latest available copy of Articles of Incorporation and Bylaws, the Roster of Membership. Active, Associate, Candidate and Corresponding members shall be enrolled as a subscriber to the Official Journal.

SECTION 4. Mandatory Section Membership. All AUA voting members shall be members of a Section and vice-versa. (*Note: This applies to those becoming active members after the date of adoption of these requirements*). Individuals receiving verification of dual membership must respond within sixty (60) days to the Section and the AUA to confirm acceptance.

Individuals who initially join the Section in which they practice, and then at a future date relocate to another Section, may retain membership in the original Section or join the new Section.

SECTION 5. Election/Approval of Membership.

All members shall be elected at the Annual Business Meeting, except for Candidate members who shall be approved by the Board of Directors periodically throughout the Association year. New members shall receive a certificate of membership from the Secretary.

SECTION 6. Active Members. Active voting membership in a chartered Section shall qualify physicians for Active Membership in the Association, under uniform membership requirements applicable to both. Requirements for urologists are as follows:

1. Possession of an unlimited license to practice medicine and surgery in the State, Province or Country of the applicant's residence.
2. Practice in the geographical boundaries of the AUA.
3. Possession of an M.D. or D.O. degree, and completion of an accredited urology residency.
4. Limitation of practice to the specialty of Urology.
5. Certification by the American Board of Urology (ABU), the Royal College of Surgeons (RCS) in Canada or the Quebec Board of Urology or the certifying Board for Urology in the country where practicing within the geographic boundaries of the AUA.
6. Recommendation for membership by two (2) voting members of the AUA, except if certified within the last 24 months (as per item 5 in this Section).
7. Letter of recommendation from the Chief of Urology, Medical Director, or Chair of the Credentials Committee at the hospital(s) where the applicant has privileges.

SECTION 7. Senior Members. Members are eligible for Senior Membership in both the Section and the AUA if they have been Active members for 25 years in either the Section or AUA and have reached the age of 62. Active members who are retired, permanently disabled, or at least 65 years of age, are also eligible for Senior Membership.

SECTION 8. Associate Members. Requirements for Associate membership are the same as Active membership, except for Board certification.

Section 8.1 Candidate Members Eligible for Fast Track Associate Status. Associate membership in the AUA and appropriate chartered section will be offered to all Candidate members who have passed the qualifying examination (Part I) of the American Board of Urology.

Section 8.2 Non-Members Eligible for Associate Status. Associate Membership is available to non-member urologists who are practicing within the geographic boundaries of a chartered AUA Section, but are not certified by the American Board of Urology.

Section 8.3 Waiver of First-Year Dues. Associate Members who have passed the ABU certifying exam (Part II) will be transferred to Active membership in both the Section and the AUA, and notified that AUA active membership dues are waived for the first year.

SECTION 9. Affiliate Members. Affiliate membership is available to Non-Physician Scientists and is not usually available for physicians certified by medical boards. However, in exceptional instances, persons in related fields of medicine and science, who do not qualify for other categories of Association Membership, may be considered for Affiliate Membership provided they have contributed significantly to the specialty of Urology. They shall be nominated by two Active or Senior members who shall furnish the Section Secretaries Committee with the curricula vitae and other pertinent information.

SECTION 10. Honorary Members. Honorary Members shall be scientists who have achieved outstanding prominence in a field of medicine related to Urology, Past Presidents of the Association who have retired from the active practice of Urology, and/or other distinguished urologists. The immediate Past President shall be responsible for seeking such nominees. The Immediate Past President shall nominate Honorary Members upon recommendations by at least three Active or Senior Members.

SECTION 11. Corresponding Members.

Corresponding Membership is available to urologists who practice in countries beyond the geographic boundaries of the AUA. The applicant shall be a member of the local or national urological organization in his country, and a letter of endorsement of that membership shall be submitted to the AUA with the application form. If a national organization does not exist within the applicant's country, a waiver of this requirement may be considered by the Executive Committee. The applicant's practice must be limited entirely to the specialty of urology. The applicant must be a graduate of an acceptable medical school who has received a Doctor of Medicine or equivalent degree. The applicant must be in practice for a minimum of two (2) years after completion of residency.

SECTION 12. Candidate Members. Candidate Membership is established to extend AUA educational and professional advantages to urological residents. The Candidate Member must be practicing and studying within the geographic boundaries of the AUA and must be enrolled in a residency program approved by the Residency Review Committee for Urology or the appropriate credentialing body in a country other than the United States.

SECTION 13. Publication of Names. The names of applicants for Active membership which have been approved by the Section Secretaries Committee shall be available to the membership prior to the Annual Business Meeting.

SECTION 14. Expulsion, Resignation and Reinstatement. Any member who has been expelled from the Association shall automatically have his/her Section membership terminated; and, likewise, any member terminated by his/her Section shall be terminated by the Association. A member who has resigned or whose membership has been deleted for non-payment of dues, or for other reason, may, after payment of any back dues owed, request reinstatement, subject to the approval of both the Section and the AUA Board of Directors.

ARTICLE IV: OFFICERS, BOARD OF DIRECTORS, AND EXECUTIVE COMMITTEE OF THE BOARD

SECTION 1. Officers of the Association. The Officers of the Association shall be the President, President-Elect, Immediate Past President, Secretary, Secretary-Elect, Treasurer and Historian. All Officers shall serve from the termination of one Annual Meeting until the termination of the next Annual Meeting or until their successors have been chosen. Vacancies that occur in any of the Offices may be filled for the unexpired term by a majority vote of the Board of Directors. In selecting a replacement, the Board shall consider: First, the established rotation of Offices among the Sections; Second, the length of time remaining in the unexpired term; and Third, the availability of qualified candidates for the office in question. Officers who serve ex officio on a committee shall not be eligible to vote on any matters coming before the committee, unless the Bylaws state otherwise.

SECTION 2. President. The President shall be the Chief Executive Officer of the Association. The President shall serve as Chair of the Board of Directors and of the Executive Committee of the Board, and shall serve on other committees as stipulated by Bylaws. The President shall preside at all meetings of the Board of Directors and of the Executive Committee of the Board, and at the scientific and business sessions of the Association. The President shall be a member of each Committee ex-officio. The President may call special meetings of the Board of Directors. The President shall appoint Active or Senior members to the vacancies on all standing committees and the Chairpersons when indicated; the President shall appoint special committees authorized by the Board of Directors or membership. The President shall appoint an individual urologist and spouse who resides in the city hosting the AUA Annual Meeting to serve as local advisors who shall coordinate local details with the AUA Staff.

SECTION 3. President-Elect. The President-Elect, after serving one year in this office, shall be elevated to the office of President automatically without again standing election. The President-Elect shall perform any duties which are assigned by the President and shall preside in the absence of the President. The President-Elect shall be a member of the Board of Directors and its Executive Committee, and shall serve on other committees as stipulated by Bylaws and as appointed by the President.

SECTION 4. Past President. The immediate Past President shall be a member of the Board of Directors and its Executive Committee, Chair of the Nominating Committee, and shall serve on other committees as stipulated by Bylaws and as appointed by the President. The immediate Past President shall seek out possible nominees for Honorary Membership and prepare a list with appropriate curricula vitae to present to the Board of Directors with recommendations in accordance with Article III, Section 10.

SECTION 5. Secretary. The Secretary shall keep an accurate record of all the business and activities of the Association and promptly attend to all correspondence. The Secretary shall oversee the application process and membership records, shall receive and maintain the official Section documents, and shall give formal notice of the Annual Meeting and of special meetings. The Secretary shall preserve the Minutes and all records of such meetings. The Secretary shall, in consultation with the President, arrange an agenda for the Board of Directors and the Business Meeting of the Association. The Secretary shall notify by letter each newly elected Officer or appointed committee member of his or her election or appointment and of the tenure of that office. The Secretary shall notify the members by letter who have been nominated by the Association to serve on the American Board of Urology, Inc., on the Board of Governors of the American College of Surgeons, and other nominees as representatives of the Association and also the organization to which they have been nominated. The Secretary shall determine the program, including papers and panels, for the Annual Meeting. The Secretary shall be a member of the Board of Directors and its Executive Committee, and shall serve on other committees as stipulated by Bylaws and as appointed by the President. The Secretary shall regularly report relevant activities on behalf of the Association to the Board of Directors and annually to the membership at the Annual Business Meeting. The Secretary shall be the custodian of the official seal of the Corporation. The Committee Affairs Manager shall be assistant to the Secretary and shall carry out the routine duties of the office under the direction of the Secretary. The Secretary may secure necessary personnel and office space when authorized by the Board of Directors.

SECTION 6. Secretary-Elect. The Secretary-Elect, after serving one year in this office, shall be elevated to the office of Secretary automatically without again standing election. The Secretary-Elect shall perform any duties concerned with the Association which are assigned by the Secretary. The Secretary-Elect shall be a non-voting member of the Board of Directors.

SECTION 7. Treasurer. The Treasurer shall be the custodian of the assets of the Association. The Treasurer shall be a member of the Board of Directors and its Executive Committee, and shall serve on other committees as stipulated by Bylaws and as appointed by the President. The Treasurer shall work with the Controller in overseeing all general accounting and financial record keeping functions of the Association. The Treasurer shall assure that reports for Membership Transfers and the annual "Drop List" of members whose dues are in arrears are presented to the Board of Directors for action. The Treasurer shall assure that all funds of the Association are audited each year by a certified public accountant and shall present the report of this audit to the Board of Directors and to the membership at the Annual Business Meeting. The Treasurer shall assure the prompt payment of all authorized bills of the Association.

SECTION 8. Historian. The Historian, as official biographer of the Association, shall prepare an accurate history of the Association and shall keep records of changes in the Association pertinent to its history. The Historian shall be a non-voting member of the Board of Directors, and shall present an annual report to the Board of Directors and to the Association at the Annual Business Meeting, when requested by the Board of Directors. The Historian shall prepare for publication any historical issue relative to the Association and present it to the Board of Directors. Funds required for these purposes shall be voted by the Board of Directors.

SECTION 9. Executive Director. The Executive Director shall be the chief administrative officer of the Association, and shall report directly to the Board of Directors, of which he shall be an *ex officio*, non-voting member. He need not be a physician nor a member of the Association. He shall have the full and exclusive authority to hire and fire staff, and to prescribe compensation within the framework of the

approved budget. He shall have the authority and ultimate responsibility to carry out all policies and programs of the Association (including the Journal of Urology, the Office of Education and the Administrative Office) within the framework of the budget and subject to the direction of the elected officers and the Board of Directors, and the Association's councils and committees.

SECTION 10. Consultants to the Board.

Consultants to the Board of Directors shall include the Director of the Office of Education, the Chairman (and Vice-Chairman, if applicable) of the Health Policy Council, the Chairman or Director of the Research Council/Committee, and the Editor of the Journal of Urology. All shall serve at the pleasure of the Board, subject to annual reappointment. These consultants shall attend meetings of the Board of Directors as requested and shall be non-voting attendees.

SECTION 11. Board of Directors.

Section 11.1. Authority and Duties. The Board of Directors shall constitute the governing Board of the Corporation and shall be responsible for the administration and management of the Association. The Board of Directors shall receive the reports of the standing and special committees of the Association and shall oversee all functions relating to financial management, member services, Annual Meeting, industry relations, ethics, and official publications. The Board of Directors shall employ the Executive Director whose duties, responsibilities and authority shall be as specified in Section 9 above. The Board of Directors shall report all actions to the membership at the Annual Business Meeting.

Section 11.2 Members of the Board. The thirteen (13) voting members of the Board of Directors shall consist of the President, the President-Elect, the immediate Past President, the Secretary, the Treasurer and one elected representative (or alternate) from each of the eight chartered Sections. If the regularly elected Section representative on the Board of Directors is absent, his or her place shall be filled by the elected alternate, or by a designee of the Section. The Historian and Secretary-Elect shall be non-voting members.

Section 11.3 Terms of Office. The five (5) officers on the Board of Directors shall serve a one-year term. The Secretary and Treasurer may be elected annually for up to four (4) consecutive one-year terms. The members of each Section shall elect one (1) member and one (1) alternate to the Board of Directors of the Association who shall serve for two (2) years. Members and alternates to the Board of Directors shall be elected from the Western, Northeastern, Southeastern and New England Sections to assume office at the close of the next Annual Meeting of the Association to be held in the odd years; those elected from the North Central, South Central, Mid-Atlantic and New York Sections to assume office at the close of the next Annual Meeting held in the even years. Members elected as Section representatives shall serve a term of two years on the Board of Directors, and shall be eligible for re-election for one additional two-year term, but shall not be eligible for re-election as Section representative thereafter. The term limitation shall apply to terms beginning in or after May 2000.

Section 11.4 Meetings. The Board shall hold a regular meeting concurrently with the Annual Meeting of the Association and shall hold other interim meetings at such times and places as may be established by the President or any seven (7) voting members of the Board.

Section 11.5 Notice. Notice of each meeting of the Board of Directors shall be sent out by the Secretary to each member of the Board of Directors to be received at least fifteen (15) days before the date of the meeting. The matters to be discussed and voted upon at any duly called meeting of the Board of Directors shall not be limited to those set forth in the notice of such meeting.

Section 11.6. Quorum. A majority of the Directors entitled to vote shall constitute a quorum for transaction of business by the Board.

SECTION 12. Executive Committee of the Board of Directors. The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary and

Treasurer, with the President serving as Chair. This Committee, between meetings of the AUA Board of Directors, shall be responsible for administration and management of the Association's affairs, and the AUA President, as Committee Chair, shall report all Executive Committee actions at the next meeting of the AUA Board of Directors.

ARTICLE V: COMMITTEES

SECTION 1. Standing Committees. All Standing Committees, excepting the Audit and Nominating Committees, shall report all activities and make appropriate recommendations to the Board of Directors at least annually and shall present reports to the membership at the Annual Business Meeting when requested to do so. All Committee appointments, unless otherwise specified in these Bylaws, shall terminate on the day the President who made these appointments leaves office. Except as approved by the Executive Committee of the Board of Directors, appointments to each of the standing committees shall be limited to those persons specifically referenced in these Bylaws. Officers who serve ex officio, consultants and AUA staff shall not be eligible to vote on any matters coming before the committee, unless the Bylaws state otherwise. The Standing Committees of the Association shall be:

- (1) Audit Committee (Joint with AUA/ER)
- (2) Bylaws Committee (Joint)
- (3) Health Policy Council
- (4) Investment Committee
- (5) Judicial & Ethics Council (Joint)
- (6) Nominating Committee (Joint)
- (7) Section Secretaries Committee
- (8) Strategic/Long Range Planning Committee (Joint)
- (9) Committee on Committees (Joint)

SECTION 1.1 Audit Committee. The Committee shall consist of three Active or Senior members who shall be appointed by the President for three-year terms (the first year the terms of office shall be staggered for one, two and three years respectively). The Senior member on the Committee shall serve as Chair and shall attend the meeting with the Association's Auditors. The Treasurer shall serve ex officio. The Audit Committee shall examine the accounts and annual report of the Treasurer and examine the

audit of the Association's financial status. The committee shall discuss specific recommendations to management and to the Board of Directors and report to the Association at the Annual Business Meeting the results of its examinations.

SECTION 1.2 Bylaws Committee. The Bylaws Committee shall consist of at least one Active or Senior Member from each Section who is Chair of the Section Bylaws or Legislative Committee and who shall serve until the conclusion of the next AUA Annual Meeting. The AUA Secretary shall serve ex-officio. Of those members, the President shall appoint the Vice-Chair for a two-year term, who will then ascend to Chair for an additional two-year term. The Bylaws Committee shall become familiar with the activities of the Association and the efficacy of the Articles of Incorporation and the Bylaws and shall make a yearly report to the Board of Directors which shall include any recommended amendments.

SECTION 1.3 Health Policy Council. The voting members of the Health Policy Council shall be as follows: At least one Active or Senior member from each Section of the AUA who is Chair of the Health Policy Council or its equivalent of that Section, the AUA Delegates to the AMA House of Delegates, three members of the American Association of Clinical Urologists. The Chairman of the Health Policy Council shall be appointed each year by the AUA President. Non-voting members shall be the AUA President, Secretary and Treasurer, *ex officio*, and such consultants as may be designated by the President from time to time. All designated representatives of affiliated organizations shall attend meetings of the Health Policy Council at the expense of the sponsoring organization, and not at the expense of the AUA.

The socioeconomic and governmental relations programs of the Association shall be entrusted to the Health Policy Department and Chair of the Health Policy Council. The Health Policy Council is advisory to the Health Policy Department. Component committees include, but are not limited such as, but not limited to: Terminology Committee; Health Policy Survey

& Research Committee (Gallup Poll). The Health Policy Council shall concern itself with governmental, private, professional and socioeconomics issues affecting the delivery of urologic care as requested by the Board of Directors.

SECTION 1.4 Investment Committee. The Investment Committee shall consist of one representative from each AUA Section, knowledgeable in the area of finance and investment. The AUA Treasurer shall serve as Chair. The AUA Executive Director, AUA Controller, and Investment Broker shall serve as consultants. The Section representatives may serve one year, with reappointment encouraged for continuity. The quorum for a meeting shall be five. The Chair shall report to the Board of Directors at each of its annual and interim meetings. The Committee Chair will serve as investment liaison to function as liaison with the investment counselor(s). The Chair shall make day-to-day investment decisions and make specific asset allocation decisions within the AUA's general guidelines.

The Committee's mission shall be to establish investment strategy guidelines including growth objectives, income objectives (short and long-term), risk parameters and general asset allocation. The Committee's responsibilities shall be to: recommend the Association's investment counselor(s) and growth manager(s); monitor the Association's portfolio at least quarterly for adherence to established guidelines and performance vs. objectives; and provide formal reports on performance with recommendations for each Board of Directors meeting.

SECTION 1.5 Judicial & Ethics Council. The Council shall consist of at least one member from each of the Association's Sections, and the Association's President and Secretary, ex officio. All Section appointments to the Council shall be made by the President, for staggered terms of four years each, from among Active or Senior Members nominated by the Section Representatives on the Board of Directors. Of those members, the President shall appoint the Vice-Chair to serve a two-year term, who will

then ascend to Chair for an additional two-year term.

The Judicial & Ethics Council shall be charged with consultation, monitoring, mediation, recommendation and advice regarding certain matters of controversy pertaining to the Association and its members, or pertaining to the practice of urology. Specifically, the Council shall address issues arising under the Association Articles of Incorporation and Bylaws; issues of medical ethics; issues of membership and standing within the Association, including disciplinary matters; potential conflicts of interest; issues of potential medical malpractice and risk management; and any other matters referred for consideration or resolution by a member, a Section or by the Board of Directors. The Council shall have appellate jurisdiction only, over matters arising within a Section or first referred by the Board to a Section for consideration or resolution. The Council shall be empowered to request the voluntary attendance of members or other witnesses at local meetings or hearings to consider matters of membership, discipline or Association policy. Persons requested to appear shall be advised of the subject matter of such inquiry, and shall be invited to present such evidence or data as may be pertinent to the Council's deliberations. The Council shall lack jurisdiction to take final action regarding any such matters, but shall first attempt mediation or other informal resolution where appropriate, and failing such resolution shall recommend appropriate action to the Board of Directors. Should issues arise regarding the possible disability or disqualification of an Association Officer, Director, Section Representative or Committee Chair, then the Board of Directors shall refer and delegate to the Council the task of reviewing such matters under appropriate procedures, after which the Council will report its findings and recommendations for appropriate Board action.

SECTION 1.6 Nominating Committee. The Nominating Committee shall consist of nine (9) voting members, including the most recent Past President of the Association in attendance at the meeting, who shall serve as Chair. Each of the eight Sections shall be represented by one

member. No member or alternate of the Nominating Committee may be nominated for an elected office of the Association. Members elected as Section representatives shall serve a term of two years on the Nominating Committee, and shall be eligible for re-election for one additional two-year term. The Section shall also elect for a two-year term an Alternate to represent the Section in the absence of the other elected member. A vacancy or absence in the Nominating Committee from any of the Sections shall be filled by vote of those members of the Association attending the Annual Meeting who are members of the Section in which the vacancy or absence occurs. The Chair of such a caucus shall be the member or alternate on the Board of Directors of the AUA representing that Section.

The report of the Nominating Committee shall be presented at the Association's Annual Business Meeting pursuant to Article VIII, Section 2 of these Bylaws, and shall include a list of nominees of Active or Senior members in good standing for the following offices and representative positions: One nominee for the office of President-Elect; one nominee for Secretary-Elect; one nominee for Treasurer; one nominee for Historian; nominees requested by the American Board of Urology, Inc., one of whom may be selected by the Board when a vacancy occurs; three (3) nominees from different geographic Sections for the Board of Governors of the American College of Surgeons, one of whom may be selected by the College when a vacancy occurs; three (3) nominees from different geographic Sections for the Advisory Council on Urology of the American College of Surgeons, one of whom may be selected by the College when a vacancy occurs; and nominees to represent the Association to such other bodies as the Board of Directors directs.

SECTION 1.7 Section Secretaries Committee.

The committee shall consist of nine (9) Active or Senior members of the Association in good standing, who are also the Secretaries of their respective Sections, and the AUA Secretary shall be Chair. The Section Secretaries Committee shall evaluate applications for Active, Affiliate, Associate and Corresponding Membership which have been filed with the Secretary.

Recommendations of the Committee concerning each application for membership shall be submitted to the Board of Directors. Applications for Active membership which have been approved by the Section Secretaries Committee shall be available to the membership prior to the Annual Business Meeting.

SECTION 1.8 Strategic/Long Range Planning Committee.

The Strategic/Long Range Planning Committee may be appointed by the President to formulate and oversee the strategic as well as the long range plan of the Association. The Committee shall report to the Board of Directors.

SECTION 1.9 Committee on Committees.

The Committee on Committees shall be chaired by the Immediate Past President and shall consist of the Executive Committee of the Board and such other members as may be appointed by the President. It shall meet annually to review the activities of other standing and special committees, to consider the need for new committees and the phase-out of existing committees which may be obsolete, or whose functions may be combined with another committee. Its functions are advisory only, and it shall report its recommendations for action by the Board of Directors.

SECTION 2. Special Committees.

Special Committees may be authorized by the Board of Directors to perform specific duties. They shall report periodically and upon the completion of their assignments to the Board of Directors.

ARTICLE VI: SECTION REPRESENTATIVES TO THE ASSOCIATION

SECTION 1. Section Representatives.

Section representatives and their Alternates to the AUA Board of Directors and to Committees of the Association shall be Active or Senior Members in good standing in the Section. In the election of these representatives and alternates, the voting shall be limited to those Active or Senior Section Members who are members of the Association.

SECTION 2. Additional Representation.

Each Section shall be entitled to select one representative to the Bylaws Committee, Health Policy Council, and

Judicial & Ethics Council for each 800 voting members enrolled by that Section during any year. The total membership of each Section shall be conclusively determined by the AUA Secretary at the close of the each year's Annual Meeting, and shall establish the number of representatives to each such body for the following year. For purposes of determining a Section's entitlement to one or more additional representatives, a major fraction of each 800 members (i.e., total of 1,201, 2001) shall be necessary to establish such entitlement. Other committees shall have the members provided in Article V of these Bylaws, with no additional Section representation, regardless of total Section membership. Any individuals who are appointed as additional representatives of their Section on these designated committees shall complete their term of office regardless of whether the Section maintains its membership at these designated levels.

ARTICLE VII: REPRESENTATIVES OF THE ASSOCIATION

SECTION 1. Representatives on the American Board of Urology, Inc. The Association is entitled to four representatives on the American Board of Urology, Inc. (ABU). The Nominating Committee shall submit, when a vacancy occurs, the names of Active or Senior members for nominees for each position, as requested by ABU. The nominees shall be Diplomats of the Board, shall be nominated by a majority vote of the Association, and shall perform the duties designated by the American Board of Urology, Inc. The senior representative in years of service on the Board of Urology shall act as Chair of the representatives of the Association and shall prepare and present an annual report to the Board of Directors of the Association. The term of the representative of the Association shall conform to the regulations of ABU and the vacancies shall be filled according to ABU regulations.

SECTION 2. Representatives on the Board of Governors of the American College of Surgeons. The Association is entitled to two (2) representatives on the Board of Governors of the American College of Surgeons (ACS). When a vacancy occurs, the names of three (3) nominees are to be submitted, one of whom may be selected as a member of the Board of Governors by ACS. The three (3) nominees for the position of Governor shall be Fellows in good

standing of the American College of Surgeons. The term of each Governor shall be three (3) years. The Nominating Committee shall, when a vacancy occurs, submit to the Association for nomination by a majority vote, the names of three (3) nominees, each from a different geographic Section.

SECTION 3. Other Organizations. The names of nominees for other representatives shall be presented to the Association by the Nominating Committee at the request of the Board of Directors.

ARTICLE VIII: MEETINGS

SECTION 1. Annual Meeting. The Annual Meeting of the Association shall be held at such a time and place as the Board of Directors shall elect, and may be omitted by a majority vote of the Board of Directors. The scientific program of the Annual Meeting shall be determined by the Secretary.

SECTION 2. Annual Business Meeting. Only voting Association Members shall have the right to attend the Annual Business Meeting held in conjunction with the Association's Annual Meeting. Official notice of the time, place and agenda of the Annual Business Meeting shall be sent to each member at least thirty (30) days before the Meeting. A quorum for the transaction of business at all stated and special meetings shall be fifty (50) voting members. The Order of Business at the Annual Business Meeting of the Association shall be: approval of the Minutes of the previous Meeting, reports of officers, report of Local Arrangements Chair, report of the Audit, Bylaws, Nominating and Section Secretaries Committees, and other standing committees as requested. The Officers of the Association and representatives of the Association shall be installed at the Annual Business Meeting.

SECTION 3. Special Meetings. Special meetings of the members of the Association may be called at any time by the President with the approval of a majority of the Board of Directors; or upon written request of fifty (50) Active or Senior Members of the Association with the approval of the majority of the members of the Board of Directors. If a special meeting is to be held at some time other than during the Annual Session, a notice of the place, date, hour and reason for the meeting must be sent by the Secretary to all members so as to be received at least

fifteen (15) days before the day selected for the meeting.

ARTICLE IX: ELECTIONS

The Annual Elections shall be held at the Annual Business Meeting. Only Active and Senior members in good standing shall be eligible for nomination or election to office or as representatives of the Association. All Officers and Representatives shall be elected by oral vote except when there is more than one nominee, in which case the vote shall be by ballot vote. A majority of votes cast shall constitute an election. Newly elected Officers and Representatives shall take office at the end of the meeting at which they have been elected and shall serve until the end of the following Annual Meeting or until their successors have been elected.

ARTICLE X: DISCIPLINE, DISABILITY AND DISQUALIFICATION

SECTION 1. Complaints and Referrals. All matters of discipline shall be considered by the Board of Directors upon recommendation of the Judicial & Ethics Council.

SECTION 2. Expulsion of a Member. It shall be grounds for automatic expulsion of an existing member in any category under Article II of these Bylaws, or denial of full membership to any applicant or candidate member, that the member or prospective member:

- (1) Has been convicted of a felony, misdemeanor involving moral turpitude, or a crime involving illicit drugs;
- (2) Has lost his/her license to practice medicine, has had his/her license suspended or revoked, or has been required to forfeit his/her license to practice medicine in any state or jurisdiction where previously licensed, for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct.
- (3) Has surrendered his/her license to practice medicine in order to avoid formal action that would lead to revocation by the licensing

authority in any state or jurisdiction, for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;

- (4) Has been denied medical licensure for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;
- (5) Has been expelled or suspended by any AUA Section, by the American Medical Association, by any state medical association or society, or state urological society, or had his/her certificate from the American Board of Urology revoked or withdrawn, for any of the grounds or reasons recited in this Section 2 (a);
- (6) Has been served three (3) rebukes by the AUA.

SECTION 2.1 Reapplication. Persons expelled from AUA membership may reapply through the usual channels after three years and will be subject to the same scrutiny and requirements that any new applicant would undergo. Two expulsions shall bar the individual from any reapplication ever for membership in the AUA.

SECTION 3. Notice to Member. Any member or prospective member expelled or denied membership pursuant to Section 2 of this Article shall be notified of this action by the AUA over the signature of the President and may, within thirty (30) days, appeal such expulsion or denial by written communication to the AUA Board of Directors, in care of the AUA Administrative Office in Baltimore, Maryland, for consideration in executive session. The Board of Directors, at its next regular meeting, may affirm or reverse the expulsion or denial of membership, or may refer the matter for review to its Judicial and Ethics Council pursuant to Article V, Section 1.7 of these Bylaws, and for their recommendation to the Board of Directors for a final decision.

SECTION 4. Rebuke to a Member. The AUA Board of Directors may, when appropriate, issue a rebuke to a member.

- (1) Grounds for a rebuke may include, but are not limited to:
 - (a) inappropriate advertising which is defined to include misleading, untruthful, or unfounded or unproven claims, or other similar misdemeanors;
 - (b) expulsion from a hospital staff for grounds involving improper or unprofessional conduct, or breach of the applicable code of ethics, or departure from professional or ethical standards of practice or conduct;
 - (c) other professional misconduct or breach of appropriate ethical standards not warranting automatic expulsion.
- (2) Three rebukes over any time period shall be grounds for automatic expulsion.
- (3) Any member or prospective member issued a rebuke shall be notified of this action by the AUA over the signature of the President.
- (4) Appeal of a rebuke shall be by written communication to the AUA Board of Directors, c/o AUA Administrative Offices in Baltimore, Maryland, within thirty (30) days. The Board of Directors may then handle the appeal in the same fashion as prescribed for expulsion or denial.

SECTION 5. Referral. Nothing in this Section shall be construed to prevent the Association, acting through its Board of Directors, from referring a matter of discipline involving possible violation of ethical or professional standards to the appropriate state medical disciplinary board or public authority having presumptive jurisdiction.

**ARTICLES OF AMENDMENT
OF
AUA, INC., SHELL CORPORATION**

The undersigned officers of the indicated corporation, pursuant to Section 2-601 *et seq.* of the Corporations and Associations Article, Annotated Code of Maryland, hereby amend the corporation's Articles of Amendment as follows:

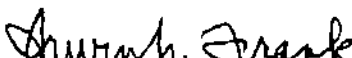
To change the name of the corporation to --

AMERICAN UROLOGICAL ASSOCIATION, INC.

It is attested pursuant to Sections 2-603 (c) and 2-607 (a) of the Corporations Article that the above amendment has been approved and duly authorized and advised by a majority of the entire Board of Directors of the non-stock corporation, acting in accordance with the corporate ByLaws, and was thereafter approved unanimously by the membership of the corporation at its annual meeting on May 3, 2000.

I, Irwin N. Frank, M. D., President, hereby acknowledge on behalf of the AUA, Inc., Shell Corporation that the foregoing Articles of Amendment are the corporate act of said corporation under the penalties of perjury.


Attest: Martin I. Resnick, M. D.
Secretary


Irwin N. Frank, M. D.
President

Dated: August 28, 2000

State of Maryland

Department of
Assessments and Taxation

Charter Division

Parris N. Glendening
GovernorRonald W. Wineholt
DirectorPaul B. Anderson
AdministratorAMERICAN UROLOGICAL ASSOCIATION, INC.
MICHAEL PRETL
1120 N CHARLES STREET
BALTIMORE MD 21201

Date: 06-23-1999

This letter is to confirm acceptance of the following filing:

ENTITY NAME: . . . AUA, INC, SHELL CORPORATION
DEPARTMENT ID : D05382744
TYPE OF REQUEST : ARTICLES OF INCORPORATION
DATE FILED : 05-28-1999
TIME FILED : 10:52-AM
RECORDING FEE : 20.00
ORG. & CAP FEE : 20.00
FILING NUMBER : 1000033501000000
CUSTOMER ID : 0000154153
WORK ORDER NUMBER : 0000179318

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

301 West Preston Street, Baltimore, Maryland 21201
Telephone (410) 767-1350
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

0000123705

CHARTER

ARTICLES OF INCORPORATION**OF****AUA, INC., SHELL CORPORATION
(A Non-Stock, Not-for-Profit Corporation)**

The undersigned, Michael A. Pretl, whose postal address is 1120 North Charles Street, Baltimore, Maryland 21201, being a natural person of the age of twenty-one years or more, and a citizen and resident of the United States of America and the State of Maryland, for the purpose of forming a corporation under the Non-Stock Corporations provisions of the General Corporation Law of the State of Maryland, does hereby propound and execute the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation is the AUA, INC., SHELL CORPORATION (hereinafter "the Corporation"). It is contemplated that the name shall be changed to the AMERICAN UROLOGICAL ASSOCIATION, INCORPORATED, upon completion of restructure of an existing Maryland corporation presently bearing that name.

**ARTICLE II
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III
REGISTERED ADDRESS**

The address of the Corporation's registered office in the State of Maryland is 1120 North Charles Street, Baltimore, Maryland 21201, and the name of the Corporation's registered agent at such address is Michael A. Pretl, General Counsel. ✓

ARTICLE IV DIRECTORS

The Board of Directors of the Corporation shall initially consist of no more than sixteen (16) members, who shall be Active Members of the Corporation as defined in the Bylaws. However, the number may be changed from time to time pursuant to the Bylaws, but shall never be less than the number of directors required by law, nor more than twenty-one (21). The names and addresses of the current directors are as follows:

Dr. William R. Turner, Jr.
Charleston, South Carolina

Dr. Lloyd H. Harrison
Winston-Salem, North Carolina

Dr. Martin I. Resnick
Cleveland, Ohio

Dr. Winston K. Mebust
Kansas City, Kansas

Dr. Roy J. Correa, Jr.
Seattle, Washington

Dr. Stanley J. Kandzari
Morgantown, West Virginia

Dr. Dennis J. Card
Concord, New Hampshire

Dr. Robert S. Waldbaum
Manhasset, New York

Dr. Lawrence S. Ross
Chicago, Illinois

Dr. Gerald Sufrin
Buffalo, New York

Dr. John D. McConnell
Dallas, Texas

Dr. David L. McCullough
Winston-Salem, North Carolina

Dr. Lawrence W. Jones
Pasadena, California

Dr. Irwin N. Frank
Rochester, New York

Dr. William W. Bohnert
Phoenix, Arizona

Dr. Robert A. Roth
Burlington, Massachusetts

Following the first meeting of the Board of Directors, the continuing Board shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, and members or alternates from each of the Sections as designated from time to time pursuant to the Bylaws.

ARTICLE V OBJECTIVES AND PURPOSES

The objectives and purposes for which the Corporation is organized are for professional organization, cooperation and advancement, as well as charitable, scientific and educational goals, including the following:

- (a) Primarily, to advance the legitimate professional interests of its member urologists, and the medical needs of the public, by fostering the highest standards of urological care through

education, research, and the representation of its members in formulation of health care policy.

- (b) Related to that primary purpose, acting both directly and through its subsidiaries, affiliates and Sections, to encourage research, experiments, investigations and analyses of diseases, abnormalities and other conditions of the genitourinary tract, their treatments and corrections, and to make the results known to physicians and the public.
- (c) To develop, and assist in developing, scientific methods for the diagnosis, prevention and treatment of such diseases, and to make the results known to physicians and the public.
- (d) To benefit the general public by encouraging the study and maintaining the highest possible standards of urological education, practice and research.
- (e) To promote the publication of, and encourage contributions to, medical and scientific literature pertaining to urology.
- (f) To do all those things incidental to furtherance of its primary purposes.

ARTICLE VI NOT-FOR-PROFIT

The Corporation shall not engage in business of any kind which is ordinarily carried on for profit, and nothing in these Articles of Incorporation or in the Bylaws shall authorize the Corporation to do so. The Corporation shall not enter into any transaction, carry on any activity or engage in any business solely for pecuniary purposes; and income received by the Corporation shall be applied exclusively for the not-for-profit purposes of the Corporation as set forth herein. No part of any income shall inure to the benefit of any private member or individual.

ARTICLE VII BYLAWS

The Board of Directors shall propose from time to time, for adoption by the Members, Bylaws for the management, regulation, and control of the affairs of the Corporation, provided that the Bylaws shall not be inconsistent with these Articles nor with the laws of the State of Maryland. Those Bylaws must be adopted and may be amended, after due notice, by the affirmative vote of two-thirds of the eligible Members present and voting at the Corporation's Annual Meeting or at a Special Meeting convened pursuant to the Bylaws.

ARTICLE VIII OFFICES

The Corporation may have one or more offices within or without the State of Maryland, and may promote its objectives and purposes and exercise its powers, subject to all applicable laws, within and without the State of Maryland, to the extent as may from time to time be determined by the Board of Directors.

ARTICLE IX NON-POLITICAL

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation beyond the extent permitted by applicable laws, and shall not participate in nor intervene in any political campaign on behalf of any candidate for public office, except to the extent permitted by applicable laws.

ARTICLE X SURPLUS

Upon the termination or dissolution of the Corporation, any surplus of property or assets remaining after all of the debts and obligations of the Corporation have been paid and satisfied shall not, either directly or indirectly, inure to the benefit of any member of the Corporation or any other individual, but all such surplus shall be distributed and paid over to an organization or organizations which are exempt from Federal income tax pursuant to the provisions of Section 501 (c) (6) or Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE XI MEMBERSHIP

Membership in this Corporation shall be composed of physicians, individuals working in the field of urology, and other outstanding contributors to urology.

(a) They shall be divided into the following categories:

- | | |
|----------------------|---------------------------|
| (1) Active Members | (5) Associate Members |
| (2) Members-at-Large | (6) Affiliate Members |
| (3) Senior Members | (7) Honorary Members |
| (4) Inactive Members | (8) Corresponding Members |
| | (9) Candidate Members |

(b) Only Active Members, Members-at-Large and Senior Members shall be eligible for office and have the right to vote at the Annual Business Meeting of the Association.

**ARTICLE XII
OFFICERS**

The Officers of the Corporation shall be the President, the President-Elect (who shall serve as Vice President), the Immediate Past President, the Secretary, the Treasurer, the Historian, and such other Officers as may be designated from time to time pursuant to the Bylaws of the Corporation.

**ARTICLE XIII
COMMITTEES**

The Corporation may have such standing committees as are deemed necessary and are provided for from time to time in the Bylaws.

**ARTICLE XIV
SECTIONS**

The Corporation shall have affiliated, chartered Sections, no fewer than four and no more than ten in number, organized on a regional basis as described from time to time in the Bylaws.


**ARTICLE XV
AFFILIATED AND SUBSIDIARY CORPORATIONS**

The Corporation shall affiliate with such other professional organizations sharing common purposes and goals as the Board of Directors may from time to time see fit; and the Board of Directors may create such subsidiary corporations of Maryland or any other State as it deems necessary to carry out those purposes and goals.

**ARTICLE XVI
AMENDMENTS**

These Articles may be amended as follows: the Corporation's Board of Directors shall adopt a resolution which sets forth the proposed amendment(s) to the Articles, and direct that such resolution be submitted to the Members eligible to vote at the Annual Business Meeting at least thirty (30) days prior to that Meeting. The proposed amendment shall be adopted if it receives at least two-thirds (2/3) of the votes cast by the eligible Members present and voting.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of May, 1999, and acknowledge the foregoing articles of incorporation to be my act and deed.


Witness


Michael A. Pretl

American Association of Clinical Urologists, Inc.

CONSTITUTION

Article I - Name

The name and title of this organization shall be the American Association of Clinical Urologists, herein referred to as the Association.

Article II - Duration

The period of duration of this Corporation is Perpetual.

Article III - Address

The address of its initial registered office shall be: 708 East Broward Boulevard, Fort Lauderdale, Florida 33301.

Article IV - Board of Directors

The Board of Directors shall consist of the President, the President-Elect, the immediate Past President, the Secretary-Treasurer and eight (8) members-at-large.

Article V - Objectives and Purposes

The objectives and purposes of this Association shall be socioeconomic, educational, scientific and charitable. It shall ethically promote the science of Urology in the best interest of the public and the medical profession by:

- (a) The study and evaluation of all socioeconomic factors which directly or indirectly affect the practice of Urology.
- (b) Advancing and developing the art and science of clinical Urology.
- (c) Continually improving the professional standards of Urology and promoting urological education.
- (d) Promoting cooperation between all disciplines interested in diseases of the genitourinary tract and advising other professional groups concerning Urology.

Article VI - Not-For-Profit

The Corporation shall not engage in any business of any kind which is ordinarily carried on for profit and nothing in these Articles of Incorporation or in the By-Laws shall authorize the Corporation to do so. The Corporation shall not enter into any transaction, carry on any activity or engage in any business for pecuniary purposes and income received by the Corporation shall be applied exclusively for the not-for-profit purposes of the Corporation as set forth herein. No part of any income shall ever inure to the benefit of any private member or individual.

Article VII - Membership

The membership of this corporation shall consist of physicians and all other individuals, groups and organizations who are actively interested in all phases of Urology; who are dedicated to the development and advancement of the art and science of Urology; who concern themselves with other factors, especially health legislation and socioeconomics, which affect or influence the delivery of good urological care to the public.

There shall be five (5) classifications of membership - Active Unified, Active Non-Unified, Senior, Candidate and Affiliate.

Article VIII - Officers

The officers of the Association (Corporation) shall be a President, a President-Elect, the immediate Past President, a Secretary-Treasurer, and such other officers as may be determined from time to time and set forth in the By-Laws of the Corporation.

Article IX - House of Delegates

The advisory body to the Board of Directors of the Association is the House of Delegates composed of elected representatives and others as provided in the By-Laws.

Article X - Delegates and Representatives to Affiliated Organizations

The Association may be represented by official delegates or representatives to other organizations upon approval of the Board of Directors.

Article XI - Committees

The Corporation may have such Committees as are deemed necessary and proper and prescribed in the By-Laws.

Article XII - Amendments

The Board of Directors shall adopt a resolution setting forth a proposed amendment and direct that it be submitted to the membership at the next Annual Meeting. The proposed amendment shall be printed in the notice of the Annual Meeting and be sent to the members at least thirty (30) days in advance of the meeting. An amendment shall be adopted if it receives an affirmative vote by two-thirds of the active members present at the Annual Meeting.

BYLAWS

Article I - Definition

The American Association of Clinical Urologists shall consist of urologists who practice their profession in the United States of America and its territorial dependencies or urologists who are citizens of other countries and who hold membership in the American Urological Association or one of its sections.

Article II - Membership

Section 1. Active Unified

Active Unified membership in this Association shall be restricted to physicians specializing in the practice of Urology.

- a) Qualifications
 - 1) Membership in the American Urological Association, Inc. or a Section thereof and, if the applicant practices in the United States or one of its territorial possessions, membership in the American Medical Association
 - 2) A primary interest in the practice of Urology.
 - 3) An active interest in civic and professional affairs at local, state and/or national levels.
 - 4) Reputation of high moral and professional integrity.
 - 5) An unrestricted license to practice medicine in his state of residence or practice.
- b) Requirements: Completion of an application for membership form supplied by Secretary.
- c) Applicants who have fulfilled the above qualifications and requirements shall be elected temporarily to Active Unified Membership upon approval by the Secretary of the Association. The temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or interim meetings of the Board of Directors.
- d) When warranted, in the consideration of specific applicants, the Board of Directors may waive any specific qualification or requirement which it considers to be justified.
- e) Each newly elected member of the Association shall be officially notified of his election by the Secretary. He shall receive a copy of the Articles of Incorporation and By-Laws and a certificate of membership.
- f) Active Unified Members shall be eligible to vote and hold office.
- g) The Board may waive the requirement of membership in the American Urological Association, Inc. or a section thereof and/or the American Medical Association.

Section 2. Active Non-Unified

Active Non-Unified membership in this Association shall be restricted to physicians with a primary interest in the practice of Urology.

- a) Qualifications:
 - 1) Graduation from an acceptable medical school with receipt of a Doctor of Medicine degree or an equivalent degree.
 - 2) Acceptable completion of an approved urological residency.
 - 3) A primary interest in the practice of Urology.

- 4) An active interest in civic and professional affairs at local, state and/or national levels.
 - 5) Reputation of high moral and professional integrity.
 - 6) An unrestricted license to practice medicine in his state of residence or practice.
- b) Requirements: Completion of an application for membership form supplied by the Secretary.
 - c) Applicants who have fulfilled the above qualifications and requirements shall be elected to Active Non-Unified Membership upon approval by the Secretary of the Association. The temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or interim meetings of the Board of Directors.
 - d) When warranted, in the consideration of specific applicants, the Board of Directors may waive any specific qualification or requirement which it considers to be justified.
 - e) Each newly elected member of the Association shall be officially notified of his election by the Secretary. He shall receive a copy of the Articles of Incorporation and By-laws and a certificate of membership.
 - f) Active Non-Unified Members are encouraged to apply for active membership in the American Urological Association, Inc. or a Section thereof and/or, if the applicant practices in the United States or one of its territorial possessions, membership in the American Medical Association.
 - g) Active Non-Unified Members are eligible to vote but shall not be eligible to hold office.

Section 3. Senior Membership

Senior membership may be conferred upon Active Members who retire from practice.

- a) Qualifications:
 - 1) Retirement from the active practice of Urology.
 - 2) Active Membership in good standing at the time of and for at least the five years immediately preceding the request for transfer to Senior Membership.
- b) Requirements:
 - 1) Written request for change in membership status to the Secretary at least sixty (60) days prior to the annual meeting.
- c) Applicants who have fulfilled the above qualifications and requirements shall be elected to Senior Membership if they receive the affirmative votes of a majority of the Board of Directors present and voting.
- d) When warranted, in the consideration of specific applicants, the Board of Directors may waive any specific qualification or requirement which it considers to be justified.

Section 4. Candidate Membership

Candidate membership shall consist of:

- a) Qualifications:
 - 1) Residents serving full-time in an approved Residency Program in Urology and who have been recommended by the Chief of this training program.
 - 2) Physicians in practice or research or teaching for no longer than 3 years.
- b) Requirements:

- 1) Completion of an application for membership form supplied by the Secretary.
- c) Applicants who have fulfilled the above qualifications and requirements shall be elected to Candidate Membership upon approval by the Secretary of the Association. The temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or interim meetings of the Board of Directors.
- d) Candidate Members shall have the right to vote but shall not be eligible to hold office.
- e) Candidate Members may remain Candidate Members for only 5 years after the completion of their residency training. Candidate Members must apply for Active Unified or Active Non-Unified after 5 years post-residency in order to maintain AACU membership. Candidate members may apply earlier for Active Unified or Active Non-Unified when all other qualifications and requirements are met.

Section 5. Affiliate Membership

Affiliate Membership shall consist of:

- a) Physicians in related fields of medicine and science who cannot qualify for Active Unified, Active Non-Unified or Candidate Membership and
- b) Non-physicians who, by their professional or personal accomplishments have contributed significantly to medicine in general or the specialty of urology in particular.
- c) Requirements:
 - 1) Completion of an application for membership form supplied by the Secretary.
- d) Applicants who have fulfilled the above qualifications and requirements shall be elected to Affiliate Membership upon approval by the Secretary of the Association. The temporary status shall be lifted if they receive the affirmative votes of a majority of the Board of Directors present and voting at the Annual and/or interim meetings of the Board of Directors.
- e) Affiliate Members are eligible to vote but shall not be eligible to hold office.

Article III - Officers and Board of Directors

Section 1.

- a) The Officers of the Association shall be President, President-Elect, the immediate Past-President, Secretary-Treasurer, and Historian.
- b) All Officers shall hold office for one year or until their successors have been elected and qualified. The Secretary-Treasurer may be re-elected for no more than five successive terms in this office. The Officers shall assume their offices immediately before adjournment of the Annual Meeting.
- c) Vacancies which occur in any of the offices may be filled for the unexpired term by a majority vote of the Board of Directors.

Section 2. President

- a) The President shall be the chief executive officer of this Association, serve as Chairman of the Board of Directors and preside at all meetings of the Association.
- b) He shall appoint all committees prescribed in these By-Laws and be a member of each committee, ex-officio.

- c) He shall direct the attention of the Board of Directors to all matters pertaining to the interpretation of the By-Laws and to all matters of discipline of members.
- d) He may call special meetings of the Board of Directors.

Section 3. President-Elect

- a) The President-Elect shall be elevated automatically to the office of President after serving in this capacity for one year and without again standing election.
- b) He shall preside in the absence of the President and shall perform any duties concerned with the Association which are assigned to him by the President.
- c) In the event the President is unable to serve, the President-Elect shall succeed to the office. Less than six months shall constitute an incomplete term and entitle him to serve the additional year.
- d) He shall be a member of the Board of Directors.

Section 4. Past-President

- a) The immediate Past-President shall be a member of the Board of Directors and serve as Chairman of the Nominating Committee.

Section 5. Secretary-Treasurer

- a) The Secretary-Treasurer shall be a member of the Board of Directors.
- b) He shall conduct the official correspondence, keep an accurate record of all business and activities of the Association.
- c) He shall keep an up-to-date file on each member. He shall notify each newly elected member of his election, send him a copy of the Articles of Incorporation and By-Laws and a certificate of membership.
- d) He shall notify members of the Board of Directors of the time and place of regular meetings at least thirty (30) days before the meeting and, for special meetings, at least fifteen (15) days before the meeting.
- e) He shall notify each member of the time and place of the Annual meeting at least (30) days before the meeting and, for special meetings, at least fifteen (15) days before the meeting.
- f) He shall, in consultation with the President, arrange an agenda for the Board of Directors meetings and the Annual Business meeting.
- g) He shall notify each newly elected officer and committee member of his election or appointment and the term thereof.
- h) He shall be a member of the Program Committee, ex officio, and serve as Chairman.
- i) He shall collect all dues and monies due the Association, maintain proper ledgers and records and be responsible for their safe keeping.
- j) He shall cause an audit of the Association books to be conducted annually by a certified public accountant.
- k) With the approval of the Board of Directors he shall employ necessary secretarial assistance.
- l) Expenses incurred by the Secretary in the conduct of his office shall, with the approval of the Board of Directors, be paid by the Association.

Section 6. Historian

- a) The Historian as official biographer of the Association shall prepare an accurate history of the Association and shall keep records of changes in the Association pertinent to its history. He shall present an annual report to the Executive Committee.

Section 7. Board of Directors

- a) The Board of Directors shall consist of the President, President-Elect, Immediate Past-President, the Secretary-Treasurer, and at least one (1) AACU member from each geographical section such as established by the American Urological Association. The AACU's Delegate and Alternate Delegate to the American Medical Association and Historian shall be members ex officio without vote. The number of representatives from each geographical section shall be determined by the Board; their terms of office shall be two (2) years and limited to three (3) terms. One-Half of the section representatives are to be elected each year.
- b) Responsibilities:
 - 1) Administer and manage the affairs of the Association.
 - 2) Receive reports from the Officers and from standing and special committees and make appropriate responses.
 - 3) Act upon all problems of membership and matters of discipline, and ensure that all petitioners are given due process.
 - 4) Select the time and place for the annual meeting of the Association.
 - 5) Fill all vacancies in office until the next annual meeting unless otherwise specified in the By-Laws.
 - 6) Employ financial and/or legal counsel to advise the Board when needed.
- c) The Board shall meet prior to the Annual Meeting and at least one (1) additional time between Annual Meetings. Special meetings may be called by request of a majority of the members of the Board. A quorum of the Board to transact business shall be five (5) members.

Article IV - Committees and Representatives to Affiliated Organizations

A. Standing Committees

All Standing Committees, excepting the Audit and the Nominating Committee, shall report all activities and make appropriate recommendations to the Board of Directors at least annually and shall present an annual report to the Membership at the Annual Business meeting.

The Standing Committees shall be:

- 1) Arrangements Committee
- 2) Audit Committee
- 3) ByLaws Committee
- 4) Finance Committee
- 5) Government Relations Committee
- 6) Interprofessional Committee
- 7) Nominating Committee
- 8) Program Committee
- 9) Membership Development Committee

Section 1. Arrangements Committee

- a) The Arrangements Committee, in consultation with the President and Secretary-Treasurer, shall arrange for and be responsible for the physical needs of the Annual and Special meetings. These shall include adequate meeting facilities, visual aid, liability protection, badges, arrangements for meals, hotel accommodations for members and other usual meeting requirements.
- b) Contracts and agreements by the Arrangements Committee shall be with the approval of the Secretary-Treasurer.
- c) The Committee shall consist, generally, of members within the geographic location of the meeting. The Chairman shall be appointed by the President for one year and he shall select an adequate number of members residing in the general area of the meeting site to serve on the Committee.
- d) The Committee shall report to the Membership at the Annual Meeting and, within ninety (90) days, shall present a complete written report to the Board of Directors.

Section 2. Audit Committee

- a) The Audit Committee shall carefully examine the Treasurer's report and the audit of the Association financial status. It shall present a written report of these examinations to the Membership at the Annual Business meeting.
- b) The Audit Committee shall consist of two Active members appointed by the President for terms of one year.

Section 3. By-Laws Committee

- a) The By-Laws Committee shall annually review the efficiency and effectiveness of the Association By-Laws, study the various activities of the Association and recommend amendments when necessary or indicated for the good of the Association.
- b) The By-Laws Committee shall consist of three Active members appointed by the President for terms of three (3) years, with one member being appointed each year. The President shall designate the Chairman for one year.

Section 4. Finance Committee

- a) The Finance Committee shall consist of the President, President-Elect, immediate Past-President, and the Secretary-Treasurer. The President shall be the Chairman.
- b) The Committee shall study all financial matters of the Association, including but not limited to receipts, expenditures, and investments and make appropriate recommendations to the Board.
- c) The Committee shall prepare annually a budget for the various activities of the Association and submit it to the Board prior to the Annual Business Meeting. On the basis of the proposal budget the Committee shall make recommendations to the Board regarding dues for the following year.
- d) The Committee shall meet annually and as often as circumstances warrant.

Section 5. Government Relations Committee

- a) The Government Relations Committee shall study and evaluate governmental legislation and proposed legislation, particularly at the Federal level, which pertains to, affects, influences or may affect the public health, patients' urological care or the practice of Urology.

- b) This Committee shall develop appropriate liaison and support with legislators and government representatives.
- c) When recommended by the Finance Committee and approved by the Board of Directors and the Membership, this Committee may employ assistance to carry out its function.
- d) This Committee shall report at least annually to the Executive Committee and to the Association.
- e) This Committee shall consist of at least six Active members appointed by the President with appropriate geographic distribution. The President shall designate the Chairman each year.

Section 6. Interprofessional Committee

- a) The Interprofessional Committee shall develop and maintain appropriate liaison with representative committees of other professional organizations interested in and dedicated to the public health, and especially as it relates to the quality, quantity and delivery of Urologic care.
- b) The Committee shall assemble and evaluate all available data regarding the interdisciplinary facts and factors affecting Urology and urologic practice, particularly those which affect the socioeconomic aspects.
- c) This Committee shall consist of six (6) members who are experienced and knowledgeable in the affairs of professional organizations and activities. They shall be appointed by the President for terms of three (3) years, with two (2) members being appointed each year. The President shall designate the Chairman each year.
- d) The Committee shall meet at least annually.

Section 7. Nominating Committee

- a) The Nominating Committee shall consist of the President, the two most recent Past-Presidents available, and two (2) members appointed by the President from the general membership. The most recent Past-President shall be the chairman.
- b) The Committee shall select at least one (1) nominee for President-Elect, Secretary-Treasurer, and Historian and for each vacancy among the AUA Section Representatives on the Board. The slate shall be presented to the membership for consideration at the annual Business Meeting.

Section 8. Program Committee

- a) The Program Committee shall arrange and provide for the scientific and general program of the Annual and Special meetings.
- b) The Committee shall consist of six (6) members-the President, the President-Elect, the immediate Past-President and the Secretary-Treasurer who shall act as Chairman and two members appointed by the President from the General Membership.

Section 9. Membership Development Committee

- a) The Membership Development Committee shall develop and implement procedures for encouraging eligible physicians to apply for membership in the Association. Special emphasis will be placed upon, but not limited to, membership

recruitment efforts coordinated with Section meetings of the American Urological Association and meeting of state metropolitan urological societies.

- b) The Committees shall consist of one member from each Section of the American Urological Association, appointed by the President for terms of three years, with approximately one-third of the membership being appointed each year. The President shall designate the Chairman each year.

B. Special Committees

Special Committees may be authorized by the Board of Directors to perform specific duties or carry out assigned functions. These Committees shall report periodically and upon the completion of their assignment to the Board of Directors.

C. Delegates and Representatives to Affiliated Organizations

Section 1.

Terms of office of delegates or representatives to affiliated organizations shall conform to the requirements of the affiliated organization.

Section 2.

If representation is by a Delegate and Alternate Delegate, election will be so arranged that whenever possible their terms shall expire on alternate years.

Section 3.

The procedures for election of delegates or representatives to affiliated organizations shall conform to the same procedure as that of the election of officers of the American Association of Clinical Urologists.

Section 4.

Delegates and representatives shall officially represent the American Association of Clinical Urologists in the respective affiliated organization and shall endeavor to learn the desires and wishes of their constituents and to convert them into action in the affiliated organization. They shall seek opinions and suggestions from the members of the Board of Directors and the members of the Association concerning relevant matters known or anticipated to be pending before the affiliated organization.

Section 5.

A report of relevant items from such affiliated organization representation shall be submitted to the Board of Directors whenever any action is taken which directly concerns the Association, but at least annually prior to the Annual Meeting of the Association. An annual report also is to be given to the general membership at the Annual Meeting.

Article V - House of Delegates

A) **Purpose:** To facilitate member input into the government of the Association.

B) **Composition:** The House of Delegates is composed of Delegates selected by their urological societies.

C) Qualifications: Members of the House of Delegates must be an Active Unified or Active Non-Unified member of the AACU.

D) Apportionment: The apportionment of delegates is one delegate from each state urological society. The Delegates shall be selected for two-year terms.

- 1) The House of Delegates shall at its discretion grant Delegates to other urological societies. The Board of Directors shall at its discretion grant additional delegates to states which have a higher than average AACU Active Unified and/or Active Non-unified membership population.

E) Notification: In August, the Secretary of the AACU shall notify eligible societies of the number of delegates to which the society is entitled.

F) Selection: The state and other urological societies shall select and adjust the number of additional delegates to which they are entitled.

G) Certification: The Presidents or Secretaries of representative urological societies shall certify, to the Secretary of the AACU, the delegates and alternate delegates from their respective associations.

H) Ex Officio Members: The Current Board of Directors of the AACU and the Past Presidents shall be ex officio members of the House of Delegates. The Current Board of Directors shall have the right to speak and debate on the floor of the House, but do not have the right to make a motion or vote. The Past Presidents shall have the same rights as voting Delegates.

I) Alternate Delegates: Each representative society may select an Alternate Delegate for each delegate entitled to be seated in the AACU House of Delegates. Alternate delegates shall be selected for two-year terms.

- 1) An Alternate Delegate may substitute for a Delegate, on the floor of the House of Delegates, at the request of the Delegate. While substituting for a Delegate, the Alternate delegate may speak and debate on the floor of the House, may offer an amendment to a pending matter, make motions and vote.

J) Privilege of the Floor: The House of Delegates by a two thirds vote of those present and voting may extend to any person an invitation to address the House.

K) Quorum: The members present and voting shall constitute a quorum.

L) Introduction of Business:

- 1) Resolutions: To be considered as regular business, each resolution must be introduced by a voting delegate and must have been submitted to the Office of the AACU not later than 30 days prior to the commencement of the session at which it is to be considered. Exceptions may be made when the Delegates' urological society or comparable policy making body adjourns during or one week preceding 30 days prior to commencement of a meeting of the AACU House of Delegates. In no event, however, may such resolutions be received later than noon of the day before the opening meeting of the AACU House of

Delegates. The presiding officer of the Delegate's society shall certify that the resolution was adopted at the meeting and that the body directed that the resolution be submitted to the AACU House of Delegates.

- 2) Reports of the Board of Directors, recommendations, resolutions or other new business, may be presented by the Board of Directors at any time during the convention.

M) Speaker and Vice Speaker of the House: The Board of Directors shall appoint the first Speaker and Vice Speaker of the House of Delegates from the members of the House of Delegates. The Nominating Committee of the AACU shall, in subsequent years, nominate at least one candidate for Speaker and at least one candidate for Vice Speaker from the members of the House of Delegates. The Speaker and Vice Speaker shall be elected with the affirmative votes of a majority of the House of Delegates present and voting at the meeting. The Speaker and Vice Speaker shall serve two-year terms.

N) Committees: The Speaker may appoint such other convention Committees as may be desirable for the efficient transaction of business of the House of Delegates.

- 1) Appointment: The Speaker shall appoint the chairman and other members of Committees from the members of the House of Delegates.
- 2) Size: Each Committee shall consist of five members, unless otherwise provided.
- 3) Term: These committees shall serve only during the convention at which they are appointed, unless otherwise directed by the House.
- 4) Quorum: A majority of the members of each committee shall constitute a quorum.
- 5) Reports: The reports of the Committees will be presented to the House of Delegates at the Call of the Speaker.

O) Special Committees: The House may create special committees for specified terms of one to three years. The number of members, the manner of their appointment and the functions of these committees shall be in accordance with the terms of the motions authorizing their appointment.

P) Meetings:

- 1) Open: The House of Delegates may meet in an open meeting to which any person may be admitted. By a majority vote of delegates present, an open meeting may be moved into either a closed or an executive meeting.
- 2) Closed: A closed meeting shall be restricted to members of this Association, and to members of the staff of the Association, and the urological societies represented in the House.
- 3) Executive: An executive meeting shall be limited to the members of the House of Delegates and to such employees of the Association necessary for its functioning.

Article VI - Meetings

Section 1. Annual Meetings

An Annual Meeting of the Association shall be held at a time and place determined by the Board of Directors. A notice of this meeting shall be sent to each member at least thirty (30) days prior to the date of the meeting.

Section 2. Special Meetings

A Special Meeting may be called by the President, a majority of the Board of Directors or upon a written request of fifteen (15) members. A special notice of such a meeting shall be sent to each member so as to be received fifteen (15) days prior to the date set, stating the nature of business for which the meeting is called and containing the list of signatures requesting such a special meeting. Only the business stated as the reason for the special meeting shall be transacted at special meetings.

Section 3. Quorum

At all stated and special meetings a Quorum necessary to legally transact the business of the Association shall be ten percent (10%) of the active members in good standing.

Section 4. Order of Business at The Board of Directors Meetings

- a) Approval of the Minutes of the previous meeting
- b) Officers' Reports:
 - 1) President's Report
 - 2) Secretary-Treasurer's Report
- c) Standing Committee Reports
 - 1) Arrangements Committee
 - 2) By-Laws Committee
 - 3) Finance Committee
 - 4) Government Relations Committee
 - 5) Interprofessional Committee
 - 6) Program Committee
 - 7) Membership Development Committee
- d) Election of New Active Members and Senior Members
- e) Special Committee Reports
- f) Old Business
- g) New Business
- h) Adjournment

Section 5. Annual Meeting Program

The scientific and socioeconomic program for the Annual meeting of the Association shall be presented by the Program Committee.

Section 6. Order of Business for the Annual Business Meeting shall be:

- a) Approval of the Minutes of the previous meeting
- b) Welcome of new members
- c) Officers' Report:
 - 1) President's Report
 - 2) Secretary-Treasurer's Report

- 3) Board of Directors Reports
Special and Annual Meetings
- d) Standing Committee Reports:
 - 1) Arrangements Committee
 - 2) Audit Committee
 - 3) By-Laws Committee
 - 4) Finance Committee
 - 5) Government Relations Committee
 - 6) Interprofessional Relations Committee
 - 7) Program Committee
 - 8) Membership Development Committee
- e) Special Committee Reports
- f) Report of Delegates and Representatives to Affiliated Organizations
- g) Old Business
- h) New Business
- i) Nominating Committee Report
- j) Election of Officers
- k) Installation of Officers
The President, President-Elect and the Secretary-Treasurer shall be installed at the end of the Annual Business Meeting.
- l) Adjournment

Article VII - Elections

- a) The Annual Elections shall be at the Annual Business meeting.
- b) Only active members in good standing shall be eligible for nomination, election and for appointment to committees.
- c) All officers shall be elected by voice vote if there are no nominees other than those proposed by the Nominating Committee. When there are other nominations from the floor for any office, voting shall be by written ballot. The majority of the valid votes cast shall constitute an election.
- d) Newly elected officers shall take office the end of the meeting at which they have been elected and shall serve until the end of the following Annual meeting or until their successors have been elected and qualified.

Article VIII - Dues and Assessments

Section 1. Fiscal Year

The Fiscal Year of the Association shall date from January first of each year.

Section 2. Annual Dues

- a) The Annual Dues shall be set each year by the membership upon recommendations of the Finance Committee and the Board of Directors.
- b) The Annual Dues are payable in advance of the commencement of each fiscal year. Any member whose dues have not been received by February 1 shall be notified immediately in writing by registered mail with return receipt of his delinquency and

impending removal from the membership roll. Any member whose dues have not been received by March 1 shall be removed from the membership roll and shall be reinstated only upon reapplication.

- c) Upon election to Senior Membership, the requirement for payment of annual dues shall be waived. Senior Members will continue to receive mailings of the Association, but participation of a Senior Member in any subsequent annual meeting shall be at his own expense.

Section 3. Special Assessments (see program)

- a) Special Assessments for specific reasons may be voted by the members upon recommendation of the Board of Directors.
- b) A Special Assessment is payable within sixty (60) days following notification of the members of such assessment. Any member whose assessment has not been received within that time shall be immediately notified of his delinquency and impending removal from the membership roll by registered mail with return receipt. Any member whose Special Assessment has not been received within an additional thirty (30) days or by the end of the fiscal year, whichever is longer, shall be removed from the membership roll and shall be reinstated only upon reapplication.

Article IX - Resignation and Reinstatement

- a) A member in good standing may resign from the Association by written notice. Such requests shall be approved by the Board of Directors providing the Secretary-Treasurer attest to the member's good standing.
- b) A request for reinstatement following resignation by a member shall be sent to the Secretary. Such requests shall be considered by the Board of Directors, and reinstatement shall require an affirmative vote of a majority of the Board of Directors.

Article X - Discipline

Section 1.

All matters of discipline concerning members shall be prescribed by the Board of Directors.

Section 2.

Complaints or charges against members shall be presented in writing and may be initiated by any member of the Association.

Section 3.

- a) Upon the request of the Board of Directors the Secretary shall secure statements in writing from the complainant and the member pertaining to the matter in question.
- b) The Secretary shall request the member to appear before the Board of Directors during an official session to answer the charges brought against him. Such notification with the specific charges, shall be in writing at least fifteen (15) days

prior to the date of the meeting and shall be sent by registered mail requiring a return acknowledgment of receipt of the notice.

- c) If the accused member wishes he may have the counsel of two other members during the hearing.
- d) By a two-thirds vote the Board of Directors may reprimand, suspend or expel any member of the Association for (1) a violation of the Articles of Incorporation and By-Laws, (2) unethical professional conduct, or (3) the conviction in a court of law of a statutory crime or a crime evincing moral turpitude.

Article XI - Amendments

The Board of Directors shall adopt a resolution setting forth a proposed amendment and direct that it be submitted to the membership at the next Annual Meeting. The proposed amendment shall be printed in the notice of the Annual Meeting and be sent to the members at least thirty (30) days in advance of the meeting. An amendment shall be adopted if it receives an affirmative vote by two-thirds of the active members present and voting at the Annual Meeting.

Article XII - Seal of Corporation

The Seal of Corporation shall be inscribed thereon with the name of the Corporation, the date and the words: "Corporate Seal." Said seal may be altered at the pleasure of the Association and may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise used.

Article XIII - Parliamentary Order

Unless otherwise provided for in the By-Laws, all parliamentary situations of the Association shall be governed by the current edition of Sturgis "Standard Code of Parliamentary Procedure."

**AFFILIATION AGREEMENT
AUA and AACU**

THIS AGREEMENT, made this 28th day of April, 2002, by and between the AMERICAN UROLOGICAL ASSOCIATION, INC. (AUA), a Maryland nonprofit corporation, and the AMERICAN ASSOCIATION OF CLINICAL UROLOGISTS (AACU), another Maryland nonprofit corporation, witnesses as follows:

WHEREAS, AACU has heretofore engaged in health policy, legislative and administrative, and election activities through a federal political action committee registered with the Federal Election Commission (FEC) and known as UROPAC; and

WHEREAS, AUA desires to join in these efforts, to broaden the financial base and to strengthen the effectiveness of UROPAC and of AACU;

IT IS THEREFORE MUTUALLY AGREED AS FOLLOWS:

- A. Reconstitution of UROPAC.** AACU will take immediate steps to dissolve its present political action committee and to file necessary documentation with FEC and IRS to create and secure approval of a new similar entity, also to be known as UROPAC.
- (1) The new UROPAC will continue to be administered under the aegis of AACU, which will continue to bear responsibility for filing compliance documents with FEC and other agencies.
 - (2) The cost and expense of reconstitution and refiling with FEC shall be borne by AACU and AUA equally.
- B. The Executive Council.** The details of the organizations' affiliation, as well as the furtherance of their joint efforts, shall be entrusted to an Executive Council.
- (1) The Executive Council shall be comprised of eight voting members. The Chairman shall at all times be selected by AACU, as shall the Treasurer. These officers shall be selected by the nominating committee and elected by the membership of that organization. The Vice Chairman and the Secretary shall be selected by AUA. They shall be appointed by the President of AUA, subject to ratification by its Board of Directors. Each officer shall perform the duties normally entrusted to an individual bearing that title.

- (2) Each of the organizations shall select two additional members to serve on the Executive Council. These members shall be selected by the Advisory Board members named by each organization.
- (3) Each member of the Executive Council shall serve a three year term, renewable once.
- (4) It shall not be a disqualifying factor for service on the Executive Council that an individual selected by one of the organizations is also an officer or director of, or consultant to, the other organization.
- (5) The Executive Council shall meet quarterly at the call of its Chairman, or as often as necessary to conduct its business. Staff support shall be provided, as necessary, by the government affairs staff of each organization, and by their Washington representative(s).
- (6) Five votes shall be necessary to approve actions or resolutions of the Executive Council.

C. The Advisory Board. An Advisory Board consisting of eighteen members shall perform such functions as delegated or requested by the Executive Council.

- (1) Sixteen voting members shall be appointed to the Advisory Board, eight by each organization, chosen one from each Section of each organization as geographically defined by the AUA.
- (2) Additionally, the Presidents of AACU and AUA shall serve ex officio, as non-voting members of the Advisory Board.
- (3) The UROPAC Advisory Board shall meet annually at the AACU Washington Update, and shall be available and communicate as often as necessary to conduct the business of UROPAC at the call of the Executive Council.

D. Contributions to Joint Efforts. Each organization shall be expected to contribute to the common effort of advancing the legitimate interests of urology in the political arena.

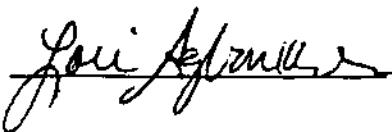
- (1) The stationery and letterhead of UROPAC shall reflect the logos of both organizations. However, it shall note also that AACU is responsible for administration of the PAC activities.
- (2) AUA will participate in and support AACU's Washington Update, both financially and by encouraging attendance. Specifically, AUA will encourage members to attend, and will be allocated time to discuss pertinent legislative initiatives. AUA will continue to provide a Socioeconomic Update, will contribute at least \$5000 annually to the cost of the meeting, and will publicize the meeting and its supporting role to all AUA members, in its publications and website.

- (4) AUA will contribute to the efforts of AACU by facilitating AACU's participation in AUA's annual meeting. These efforts will include cooperation and assistance in securing hotel facilities for AACU's Career Pathways for Residents, providing time on the meeting agenda (20 minutes on Monday or Tuesday) for AACU's Hoffman Lecture, and providing two hours on Tuesday for AACU's Socioeconomic Forum. AUA will also provide, at its own expense not to exceed \$10,000, a booth outside the exhibition hall for prominent display of UROPAC materials, staffed jointly by AACU and AUA, and located adjacent to the AACU booth.
- (5) The organizations agree to cooperate in advancing the interests of urology by mutual participation in the Urology Caucus within the structure of the American Medical Association (AMA), and encouraging participation of urology delegates and alternate delegates from all Section and state delegates in that Caucus. AACU will assume responsibility for convening the Caucus at the AMA summer meeting, and AUA will convene the Caucus at the AMA winter meeting.
- (6) AUA will dedicate a sum of up to \$20,000 annually to UROPAC development, including fundraising and increased recognition of donors. AACU will contribute a corresponding amount to be determined by its Board of Directors. AUA and AACU will share equally in administrative service expenses as approved by the UROPAC Board.
- (7) AACU will be granted three seats on AUA's Health Policy Council.
- (8) The organizations will continue to collaborate in identifying and coordinating the efforts of urologists in each state in a joint Key Contact Network.
- (9) AACU will be afforded an opportunity to occupy appropriate space in AUA's new facility planned at BWI Airport.

E. **Reversion of PAC Ownership.** Should either organization elect to withdraw from this Agreement for any reason, then the name and sole responsibility for UROPAC shall revert to AACU, which shall assume the duty and expense to file necessary documentation with FEC and IRS to consummate this transaction.

Attest:

AMERICAN UROLOGICAL ASSOCIATION, INC.



By:

E. DARRACOTT VAUGHAN, JR.
E. Darracott Vaughan, Jr., M.D.,
President 2001-2002

Winston K. Mebust, M.D.

Winston K. Mebust, M. D.,
President-Elect

AMERICAN ASSOCIATION OF CLINICAL UROLOGISTS

Geri Spence

By:

Charles W. Logan, M.D.

Charles W. Logan, M. D.,
Immediate Past President

Michael J. Naslund

Michael J. Naslund, M. D.
President 2002-2003